

Exhibit F

In re Centric Brands, Inc., Case No. 20-22637-shl (S.D.N.Y.)

Hearing Date: July 16, 2020 at 11:00 a.m. (Prevailing Eastern Time)
Objections Due: July 9, 2020 at 4:00 p.m. (Prevailing Eastern Time)

MCDERMOTT WILL & EMERY LLP

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 Kristin K. Going
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*Proposed Counsel to the Official Committee of
 Unsecured Creditors of Centric Brands Inc., et al.*

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
CENTRIC BRANDS INC., <i>et al.</i> , ¹	)	Case No. 20-22637-shl
)	
Debtors.	)	(Jointly Administered)
)	

**NOTICE OF HEARING ON APPLICATION OF THE OFFICIAL
 COMMITTEE OF UNSECURED CREDITORS OF CENTRIC BRANDS
 INC. *ET AL.* TO RETAIN AND EMPLOY MCDERMOTT WILL &
 EMERY LLP AS COUNSEL, *NUNC PRO TUNC* TO MAY 29, 2020**

¹ The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

PLEASE TAKE NOTICE that a hearing on the *Application of the Official Committee of Unsecured Creditors of Centric Brands Inc., et al., to Retain and Employ McDermott Will & Emery LLP as Counsel, Nunc Pro Tunc* to May 29, 2020 (the “**Application**”) will be held on July 16, 2020 at 11:00 a.m. (Prevailing Eastern Time) before the Honorable Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the “**Court**”), using the guidelines and procedures established by Court Solutions LLC (“**Court Solutions**”). Instructions for telephonic appearances using Court Solutions can be found in General Order M-543.

PLEASE TAKE FURTHER NOTICE that any responses or objections (each, an “**Objection**”) to the relief requested in the Application shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Order Establishing Case Management Procedures* [ECF No. 186], entered on June 11, 2020, so as to be filed and received no later than **July 9, 2020 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Application, the Committee may, on or after the Objection Deadline, submit

to the Court an order substantially in the form annexed as **Exhibit A** to the Application, which order the Court may enter without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend the hearing, and failure to appear may result in relief being granted upon default.

Dated: New York, New York
June 25, 2020

Respectfully submitted,

McDERMOTT WILL & EMERY LLP

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*Proposed Counsel to the Official Committee of
Unsecured Creditors of Centric Brands Inc., et
al.*

Hearing Date: July 16, 2020 at 11:00 a.m. (Prevailing Eastern Time)
Objections Due: July 9, 2020 at 4:00 p.m. (Prevailing Eastern Time)

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*Proposed Counsel to the Official Committee of
Unsecured Creditors of Centric Brands Inc., et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
CENTRIC BRANDS INC., <i>et al.</i> , ²)	Case No. 20-22637-shl
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Debtors.)	(Jointly Administered)
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CENTRIC BRANDS INC. *ET AL.* TO RETAIN AND EMPLOY
MCDERMOTT WILL & EMERY LLP AS COUNSEL,
*NUNC PRO TUNC TO MAY 29, 2020***

² The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

The Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) hereby submits this application (the “**Application**”), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), for entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain and employ McDermott Will & Emery LLP (“**McDermott**”) as its counsel in connection with the Debtors’ chapter 11 cases (the “**Chapter 11 Cases**”), effective *nunc pro tunc* to May 29, 2020. In support of this Application, the Committee submits the declaration of Timothy W. Walsh, a partner of McDermott (the “**Walsh Declaration**”), and the declaration of Ronald M. Tucker, not in his individual capacity but solely on behalf of Simon Property Group L.P., in its capacity as co-chair of the Committee (the “**Tucker Declaration**” and, together with the Walsh Declaration, the “**Declarations**”), attached hereto as **Exhibit B** and **Exhibit C**, respectively. In further support of this Application, the Committee respectfully represents as follows.

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and rule predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1.

BACKGROUND

4. On May 18, 2020 (the “**Petition Date**”), the Debtors commenced these cases by filing petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On May 27, 2020, the United States Trustee filed a *Notice of Appointment of Official Committee of Unsecured Creditors* [ECF No. 104] appointing the Committee in the Chapter 11 Cases.

RELIEF REQUESTED

6. By this Application, the Committee seeks to retain and employ McDermott as its counsel, pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, *nunc pro tunc* to May 29, 2020.

RETENTION OF MCDERMOTT

7. The Committee respectfully submits that it is necessary and appropriate for it to retain and employ McDermott to, among other things:

- (a) advise the Committee with respect to its rights, duties and powers in the Chapter 11 Cases;
- (b) assist and advise the Committee in its consultations and negotiations with the Debtors and other parties in interest relative to the administration of the Chapter 11 Cases;
- (c) assist the Committee in analyzing the claims of the Debtors’ creditors and the Debtors’ capital structure and in negotiating with holders of claims and equity interests;

- (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and their insiders and of the operation of the Debtors' businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assist and advise the Committee as to its communications with the general creditor body regarding significant matters in the Chapter 11 Cases;
- (g) represent the Committee at all hearings and other proceedings before this Court;
- (h) review and analyze applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety and, to the extent deemed appropriate by the Committee, support, join or object thereto;
- (i) advise and assist the Committee with respect to any legislative, regulatory or governmental activities;
- (j) assist the Committee in its review and analysis of the Debtors' various agreements;
- (k) prepare, on behalf of the Committee, any pleadings, including, without limitation, motions, memoranda, complaints, adversary complaints, objections or comments in connection with any matter related to the Debtors or the Chapter 11 Cases;
- (l) investigate and analyze any claims belonging to the Debtors' estates; and
- (m) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties, as set forth in the Bankruptcy Code, Bankruptcy Rules or other applicable law.

8. The Committee believes McDermott possesses extensive knowledge and expertise in the areas of law relevant to the Chapter 11 Cases, and that McDermott is well qualified to represent the Committee in the Chapter 11 Cases. In selecting counsel, the Committee sought attorneys with considerable experience, including in representing unsecured creditors' committees in chapter 11 cases and other debt restructurings. McDermott has such experience,

as McDermott currently is representing or has represented official creditors' committees in many significant chapter 11 cases, including the following: *In re Centris, Inc.*; *In re Delta Entertainment*; *In re Accuride, Inc.*; *In re American Suzuki Motor Corporation*, *In re Alert Cellular*; *In re Leap Wireless International*; *In re Universal Broadband*; *In re Edwards Theatres Circuit, Inc.*; *In re Pacific Islandia d/b/a Sheraton Anaheim Hotel*; *In re Spectrum Restaurant Group*; *In re Sydran*; *In re Timken Company*; *In re Reynen & Bardis*; *In re Orexigen Therapeutics, Inc.*; and *In re Perkins and Marie Callender's, Inc.*

9. Because of the extensive legal services that the Committee requires in connection with the Chapter 11 Cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of McDermott to provide the services described above and such other services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

10. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by McDermott in the Chapter 11 Cases be paid as administrative expenses of the Debtors' estates pursuant to Bankruptcy Code sections 328, 330, 331, 503(b) and 507(a)(2). Subject to this Court's approval, McDermott will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328, 330 and 331. McDermott's hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. The current hourly rates charged by McDermott for professionals and paraprofessionals employed in its offices are provided below:

<u>Billing Category</u>	<u>Range</u>
Partners	\$1,050—\$1,375
Senior Counsel	\$720-\$1,670
Employee Counsel	\$320—\$1,310
Associates	\$180— \$1,105
Paraprofessionals	\$115— \$580

11. McDermott has advised the Committee that it is McDermott’s policy to charge its clients in all areas of practice for expenses incurred in connection with its representation of a client. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for “working meals” and computerized research. McDermott will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services provided to the Committee.

12. The names, positions and hourly rates of the McDermott attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

Attorney	Position / Department	Hourly Rate
Timothy W. Walsh	Partner / Corporate Advisory	\$1,375
Kristin K. Going	Partner / Corporate Advisory	\$1,055
Andrew B. Kratenstein	Partner / Trial	\$1,185
David R. Hurst	Partner / Corporate Advisory	\$1,050
Stacy A. Lutkus	Employee Counsel / Corporate Advisory	\$890
Daniel Thomson	Associate / Corporate Advisory	\$675
Natalie Rowles	Associate / Corporate Advisory	\$610

In addition to the lawyers named above, the Committee understands that it may be necessary, during the course of these cases, for other McDermott professionals in other legal disciplines to provide services to the Committee.

13. McDermott has advised the Committee that it will apply for compensation and reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (Gonzalez, C.J.)), and the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)) and any further orders of the Court for all professional services performed and expenses incurred.

14. McDermott has advised the Committee that it also intends to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "**Revised UST Guidelines**"), both in connection with this Application and in the interim fee applications and final fee applications to be filed by McDermott in the Chapter 11 Cases.³ To that end, McDermott has advised the Committee that it responds to the questions set forth in Section D of the Revised UST Guidelines as follows:

³ McDermott's intention to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines in connection with the Application and the interim and final fee applications to be filed by McDermott in the Debtors' Chapter 11 Cases is based exclusively on the facts and circumstances of the Chapter 11 Cases. McDermott reserves the right to object to the requirements contained in the Revised UST Guidelines should it determine that it is appropriate to do so.

- (a) McDermott did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement;
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the Chapter 11 Cases;
- (c) McDermott did not represent any member of the Committee in connection with the Chapter 11 Cases prior to its retention by the Committee;
- (d) McDermott expects to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which McDermott reserves all rights; and
- (e) The Committee has approved McDermott's proposed hourly billing rates. The McDermott attorneys set forth above in paragraph 12 will be the primary attorneys staffed on the Chapter 11 Cases, subject to modification based on the facts and circumstances of the Chapter 11 Cases and the needs of the Committee.

15. Upon information and belief, McDermott does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which McDermott is to be engaged, except to the extent set forth in the Walsh Declaration. McDermott is, however, a large firm with a national and international practice and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases.

NUNC PRO TUNC RELIEF

16. The Committee believes that the employment of McDermott effective *nunc pro tunc* to May 29, 2020, the date the Committee selected McDermott as its proposed counsel, is warranted under the circumstances of the Chapter 11 Cases. Upon its selection, the Committee requested McDermott to commence work immediately on time-sensitive matters and devote substantial resources to these Chapter 11 Cases prior to the submission and approval of this Application. Thus, McDermott has provided, and will continue to provide, valuable services to the Committee.

17. Courts in this jurisdiction routinely approve *nunc pro tunc* employment similar to that requested herein. *See, e.g., In re LSC Communications, Inc.*, No. 20-10950 (SHL) (ECF No. 329) (Bankr. S.D.N.Y. June 5, 2020); *In re Tops Holding II Corporation*, No. 18-22279 (RDD) (ECF No. 352) (Bankr. S.D.N.Y. Mar. 22, 2018); *In re Sbarro LLC*, No. 14-10557 (MG) (ECF No. 219) (Bankr. S.D.N.Y. Apr. 7, 2014). Accordingly, the Committee respectfully requests that the Court authorize employment of McDermott *nunc pro tunc* to May 29, 2020.

NO PRIOR REQUEST

18. No prior request for the relief sought herein has been made to this Court or any other court.

NOTICE

19. Notice of this Application will be provided in accordance with the procedures set forth in the *Order Establishing Case Management Procedures* [ECF No. 186]. The Committee respectfully submits that no further notice is required.

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CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court (a) enter an order, substantially in the form annexed hereto as **Exhibit A**, authorizing the Committee to retain and employ McDermott as its counsel *nunc pro tunc* to May 29, 2020, and (b) provide the Committee with such other and further relief as the Court may deem just, proper and equitable.

Dated: June 25, 2020

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CENTRIC BRANDS INC., *ET AL.*

By: /s/ Ronald M. Tucker

Name: Ronald M. Tucker, not in his individual capacity but solely on behalf of Simon Property Group L.P.

Co-Chair of the Official Committee of Unsecured
Creditors of Centric Brands Inc., *et al.*

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
CENTRIC BRANDS INC., <i>et al.</i> , ¹	)	Case No. 20-22637-shl
)	
Debtors.	)	(Jointly Administered)
)	

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CENTRIC BRANDS INC., *ET AL.* TO RETAIN AND
EMPLOY MCDERMOTT WILL & EMERY LLP, AS COUNSEL,
EFFECTIVE *NUNC PRO TUNC* TO MAY 29, 2020**

Upon the application dated June 25, 2020 (the “Application”)² of the Official Committee of Unsecured Creditors (the “**Committee**”) of Centric Brands Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Procedure for the Southern District of New York (the “**Local Rules**”), authorizing the Committee to retain and employ McDermott Will & Emery LLP (“**McDermott**”) as its counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), and upon the declaration of Timothy W. Walsh, a partner of McDermott,

¹ The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

dated June 25, 2020 (the “**Walsh Declaration**”) and the declaration of Ronald M. Tucker on behalf of Simon Property Group L.P., in its capacity as co-chair of the Committee, dated June 10, 2020 (the “**Tucker Declaration**” and, together with the Walsh Declaration, the “**Declarations**”); and it appearing that the attorneys of McDermott who will perform services on behalf of the Committee in the Chapter 11 Cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Declarations, that McDermott does not represent any interest adverse to the Committee or the Debtors’ estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person,” as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and as required by Bankruptcy Code section 328, that its employment is necessary and in the best interests of the Committee and the Debtors’ estates; and the Court having jurisdiction to decide the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-43 I, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and the Court having held a hearing to consider the relief requested in the Application (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The relief requested in the Application is granted as set forth herein.
2. In accordance with Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Committee is hereby

authorized and empowered to retain and employ McDermott as its counsel to represent it in these Chapter 11 Cases and related matters and proceedings on the terms set forth in the Application and the Declarations, effective *nunc pro tunc* to May 29, 2020.

3. McDermott shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (Gonzalez, C.J.)) and the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)) and any further orders of the Court for all professional services performed and expenses incurred.

4. McDermott shall file a supplemental declaration with this Court and give not less than 10 business days' notice to the Debtors, the U.S. Trustee, and the Committee prior to any increases in the rates set forth in the Walsh Declaration. The supplemental declaration shall explain the basis for the requested rate increases in accordance with Bankruptcy Code section 330(a)(3)(F) and state whether the Committee has consented to the rate increase.

5. To the extent any provision of the Application is inconsistent with this Order, the terms of this Order shall govern.

6. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. The terms and conditions of this Order shall be effective immediately and enforceable upon its entry.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2020
New York, New York

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Walsh Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
CENTRIC BRANDS INC., <i>et al.</i> , ¹	)	Case No. 20-22637-shl
)	
Debtors.	)	(Jointly Administered)
)	

**DECLARATION OF TIMOTHY W. WALSH IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CENTRIC BRANDS INC., *ET AL.* TO RETAIN AND
EMPLOY MCDERMOTT WILL & EMERY LLP, AS COUNSEL,
EFFECTIVE *NUNC PRO TUNC* TO MAY 29, 2020**

Under 28 U.S.C. § 1746, I, Timothy W. Walsh, declare as follows under the penalty of perjury:

1. I am a partner of the firm of McDermott Will & Emery LLP (“McDermott”). McDermott maintains offices at, among other places, 340 Madison Avenue, New York, New York 10173. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United State District Courts for the Eastern District of Michigan, the Northern, Southern, and Eastern Districts of New York, and the Western District of Wisconsin, as well as the United States Bankruptcy Courts for the Northern, Southern, and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

¹ The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

2. I am familiar with the matters set forth herein and make this declaration (the “**Declaration**”) in support of the application (the “**Application**”)² of the Official Committee of Unsecured Creditors (the “**Committee**”) of Centric Brands Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) authorizing and approving the Committee’s retention and employment of McDermott as counsel to the Committee.

3. On May 27, 2020, pursuant to section 1102 of title 11 of the United States Code (the “**Bankruptcy Code**”), the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the Committee [ECF No. 104]. The Committee currently comprises: (i) Fireman Capital CPF Hudson Co-Invest LP; (ii) Simon Property Group, Inc.; (iii) Tony Chu; (iv) Li & Fung (Trading) Ltd. and Li & Fung Ltd.; and (v) Trade Harvest Industrial Limited. On May 29, 2020, the Committee selected McDermott to serve as counsel to the Committee, subject to Court approval. On June 1, 2020, the Committee selected Berkeley Research Group (“**BRG**”) to serve as financial advisor to the Committee, also subject to Court approval.

4. I am not, nor is McDermott, an insider of the Debtors. Except as set forth below, neither McDermott nor I hold directly any claim, debt, or equity security of the Debtors.

5. To the best of my knowledge and information, no partner or employee of McDermott has been, within two years from the Petition Date, a director, officer, or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

6. McDermott does not have an interest adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

7. McDermott does not currently represent the Debtors or, to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries. Moreover, McDermott will not undertake the representation of any party other than the Committee in connection with the Chapter 11 Cases.

8. To the best of my knowledge and information, McDermott neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in connection with the Chapter 11 Cases. Based upon information available to me, I believe that McDermott is a “disinterested person” within the meaning of Bankruptcy Code section 101(14).

9. In preparing this Declaration, through my colleagues, I submitted to McDermott’s computerized client and conflict database (the “**Conflict Database**”) the names set forth on a list of parties in interest identified by the Debtors and additional parties identified by McDermott, which included: (i) the Debtors; (ii) the Debtors’ affiliates; (iii) the Debtors’ current and former officers, directors and independent managers; (iv) the Debtors’ professionals; (v) the top 30 largest unsecured creditors; (vi) the members of the Committee; (vii) banks where the Debtors have bank accounts; (viii) contract counterparties; (ix) employee benefit providers/administrators; (x) insurance providers; (xi) landlords; (xii) litigation counterparties; (xiii) other parties in interest; (xiv) professionals; (xv) receivables facility parties; (xvi) secured lenders and agents and other secured parties; (xvii) shareholders; (xviii) taxing authorities; (xix) unsecured parties; (xx) United States Trustee and Court Personnel; (xxi) utility providers; (xxii) vendors and suppliers. A copy of the list of the parties searched by McDermott is annexed hereto as Schedule 1 (collectively, the “**Searched Parties**”).

10. The Conflict Database maintained by McDermott is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of certain related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of McDermott that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, McDermott maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

Representation of Parties in Interest

11. Set forth in Schedule 2 annexed hereto is a listing of the Searched Parties from Schedule 1 that McDermott either (i) currently represents (or represents a related party thereto) (the “**Current Clients**”) in matters wholly unrelated to the Chapter 11 Cases, or (ii) in the past represented (or represented a related party thereto) in matters wholly unrelated to the Chapter 11 Cases. In connection with the services to be rendered to the Committee, McDermott will not commence a cause of action against any Current Client with respect to the Chapter 11 Cases, unless McDermott has received a waiver from the Current Client allowing McDermott to commence such an action. In connection with the Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting McDermott to participate in such action, the Committee will retain conflicts counsel to represent the interests of the Debtors’ unsecured creditors.

**No Connections with Parties Representing 1% or More of
McDermott's Revenues for 2017, 2018, or 2019**

12. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, McDermott reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of McDermott and, as a result, made payments to McDermott for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of McDermott's total revenues for such calendar year. In connection with this Declaration, McDermott has reviewed similar information for the years 2017, 2018, and 2019.

13. McDermott's revenues for services rendered on behalf of each of the parties in interest identified in Schedule 1 aggregate, with respect to each such party in interest, less than 1% of McDermott's annual revenue in each of calendar year 2017, 2018, and 2019.

Connections with Members of the Official Committee of Unsecured Creditors

14. McDermott currently represents Twin-Star International, Inc., which is adverse to Whalen Furniture Mfg. Co., an affiliate of Committee member Li & Fung (Trading) Ltd. in matters unrelated to the Debtors' Chapter 11 Cases.

Connections with the Debtors

15. McDermott has not represented the Debtors or any of the Debtors' affiliates.

16. McDermott in the past has represented parties potentially adverse to the Debtors and the Debtors' affiliates in matters wholly unrelated to the Debtors' Chapter 11 Cases.

Other Connections and General Disclosures

17. McDermott performed general diligence to determine any connections beyond what is disclosed in the attached schedules. McDermott may have represented in the past and/or currently may represent or in the future represent entities (other than parties in the attached

schedules) not known currently to McDermott in matters wholly unrelated to the Chapter 11 Cases who may be parties in interest in these cases. To the extent that McDermott discovers any such information or needs to update the information disclosed herein, McDermott will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

18. In addition to the foregoing, after reasonable inquiry, I do not believe there is any connection between McDermott and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

19. It is possible that a professionally managed retirement plan on behalf of McDermott employees or members of a 401(k) type plan may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

20. None of McDermott's representations of creditors or other parties in interest who are involved in these Chapter 11 Cases comprise a material component of McDermott's practice, nor does McDermott currently represent such parties on any issue relating to these Chapter 11 Cases. For the reasons stated herein, McDermott represents no interests adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee.

Compensation

21. McDermott is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court pursuant to Bankruptcy Code sections 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Case Management Order, and any other applicable order of the Court. McDermott will bill at its standard hourly rates, which, on a firm-wide basis, currently are for 2020 as follows:

<u>Billing Category</u>	<u>Range</u>
Partners	\$1,050—\$1,375
Senior Counsel	\$720-\$1,670
Employee Counsel	\$320—\$1,310
Associates	\$180— \$1,105
Paraprofessionals	\$115— \$580

22. The names, positions and current 2020 hourly rates of the McDermott attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

Attorney	Position / Department	Hourly Rate
Timothy W. Walsh	Partner / Corporate Advisory	\$1,375
Kristin K. Going	Partner / Corporate Advisory	\$1,055
Andrew B. Kratenstein	Partner / Trial	\$1,185
David R. Hurst	Partner / Corporate Advisory	\$1,050
Stacy A. Lutkus	Employee Counsel / Corporate Advisory	\$890
Daniel Thomson	Associate / Corporate Advisory	\$675
Natalie Rowles	Associate / Corporate Advisory	\$610

The foregoing hourly rates are subject to periodic increase (typically in January of each year) in the normal course of McDermott's business. From time to time, other attorneys and paralegals will assist in the representation of the Committee in connection with these cases at McDermott's

standard hourly rates in effect for those personnel. The hourly rates set forth above are McDermott's standard hourly rates for work of this nature. These rates are set at a level designated to compensate McDermott fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. McDermott operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, McDermott's rates for certain individual attorneys may vary as a function of the type of matter, the nature of certain long-term client relationships, and various other factors, including those enumerated above.

23. It is McDermott's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. McDermott will seek reimbursement for such expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (Gonzalez, C.J.)), and the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)), and any further orders of the Court for all professional services performed and expenses incurred.

24. No agreement exists, nor will any be made, to share any compensation received by McDermott for its services with any other person or firm other than members of McDermott.

25. For the reasons stated herein, McDermott represents no interest adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee and the unsecured creditors that the Committee represents.

26. The foregoing constitutes the statement of McDermott pursuant to Bankruptcy Code sections 328(a), 329, 504 and 1103(a), Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1.

Statement Regarding U.S. Trustee Guidelines

27. The Committee and McDermott intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by McDermott in the course of its engagement. In doing so, however, the Committee and McDermott reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines in respect of any application for employment or compensation in these cases that falls within the ambit of the Revised UST Guidelines.

28. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines.

- (a) McDermott did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- (c) McDermott did not represent any member of the Committee in the Debtors' Chapter 11 Cases prior to its retention by the Committee.

- (d) McDermott expects to develop a prospective budget and staffing plan to comply reasonably with the US. Trustee's requests for information and additional disclosures, as to which McDermott reserves all rights.
- (e) The Committee has approved McDermott's proposed hourly billing rates. The primary McDermott attorneys staffed on the Debtors' Chapter 11 Cases, subject to modification depending upon further development, are set forth above in paragraph 22.

[Signature page follows.]

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 25, 2020

By: /s/ Timothy W. Walsh
Timothy W. Walsh
Partner
McDermott Will & Emery LLP

Schedule 1

Schedule of Searched Parties

Debtors

Added Extras LLC
American Marketing Enterprises Inc.
Briefly Stated Holdings, Inc.
Briefly Stated Inc.
Centric Accessories Group LLC
Centric Beauty LLC
Centric Bebe LLC
Centric Brands Holding LLC
Centric Brands Inc.
Centric Denim Retail LLC
Centric Denim USA, LLC
Centric Jewelry Inc.
Centric Socks LLC
Centric West LLC
Centric-BCBG LLC
Centric-BCBG Retail LLC
DBG Holdings Subsidiary Inc.
DBG Subsidiary Inc.
DFBG Swims, LLC
F&T Apparel LLC
HC Acquisition Holdings, Inc.
Hudson Clothing Holdings, Inc.
Hudson Clothing, LLC
Innovo West Sales, Inc.
KHQ Athletics LLC
KHQ Investment LLC
Lotta Luv Beauty LLC
Marco Brunelli IP, LLC
RG Parent LLC
RGH Group LLC
Robert Graham Designs, LLC
Robert Graham Holdings, LLC
Robert Graham Retail LLC
Rosetti Handbags and Accessories, Ltd.
VZI Investment Corp.

Non-Debtor Affiliates

Avirex IP Holdings LLC
Centric Canada Apparel & Accessories ULC
Centric IP Holding LLC
Centric-BCBG Canada Holdings ULC
Spring Funding LLC
SWIMS AS
ZP IP Holdings LLC

Directors

Glenn Krevlin
Jason Rabin
Kent Savage
Majorie Bowen
Matthew Eby
Patrick Bartels
Randall Kessler
Robert Petrini
Sherman Edmiston
Walter McLallen
William Sweedler

Officers

Andrew Berg
Andrew Taharis
Andrew Tarshis
Anurup Pruthi
Bob Ross
Bryan Hanlon
Cory Silverstein
Janice Brown
Jarrod Kahn
Jason Rabin
Joe Favuzza
Karen Coe
Laura Ritchey
Lori Nembirkow
Maria Borromeo
Pamela Gill Alabaster
Richard Darling
Roger Czuchra
Steve Pinkow
Suzy Biszantz

Shareholders

Ares Management LLC
Blackrock, Inc.
Jason Rabin
Michael Buckley
Tenegram Capital Partners, L.P.
The Blackstone Group
The Vanguard Group, Inc.

Independent Manager

Ricardo Beausoleil

Professionals

Akin Gump Strauss Hauer & Feld LLP
Alvarez & Marsal, LLC Professionals
Dechert LLP Professionals
Ducera Partners LLC Professionals
Latham & Watkins, LLP Professionals
Mayer Brown Professionals
PJT Partners Professionals

Banks

BBCN Bank
Citibank
HSBC
Wells Fargo

Receivables Facility Parties

Fifth Third Bank
PNC Bank, N.A.
PNC Capital Markets LLC
Wells Fargo Bank, N.A.

Secured Lenders and Agents

AC American Fixed Income IV, L.P.
ACF Finco I LP
ADF I Holdings LLC
Aiguilles Rouges Sector B Investment Fund, L.P.
AN Credit Strategies Fund, L.P.
Ares Capital Corporation
Ares Capital Management LLC
Ares Centre Street Partnership, L.P.
Ares Credit Strategies Insurance Dedicated Fund Series of SALI Multi-Series Fund, L.P.
Ares Direct Finance I LP
Ares European Credit Strategies Fund VIII (BUMA), L.P.
Ares Jasper Fund Holdings, LLC
Ares Jasper Fund, L.P.
Ares ND Credit Strategies Fund LLC
Ares ND CSF Holdings LLC
Ares SDL Holdings (U) Inc.
Ares Senior Direct Lending Master Fund Designated Activity Company
Ares Senior Direct Lending Parallel Fund (L), L.P.
Ares Senior Direct Lending Parallel Fund (U), L.P.

AXA Equitable Life Insurance Company
Blackstone Family Tactical Opportunities Investment Partnership – III ESC L.P.
Bowhead IMC LP
Brickyard Direct Holdings, L.P.
Brickyard Direct Lending Fund, L.P.
BTO Legend Holdings L.P.
Cactus Direct Holdings, L.P.
Cactus Direct Lending Fund, L.P.
Cerberus AUS Levered Holdings LP
Cerberus Cavaliers Levered Loan Opportunities Fund, LLC
Cerberus ICQ Offshore Loan Opportunities Master Fund, L.P.
Cerberus Offshore Levered Loan Opportunities Master Fund III, L.P.
Cerberus Redwood Levered Loan Opportunities Fund A, LP
Cerberus Redwood Levered Loan Opportunities Fund B, LP
Cion Ares Diversified Credit Fund
CST Specialty Loan Fund, L.P.
Falcon Credit Fund, L.P.
Federal Insurance Company
Great American Insurance Company
Great American Life Insurance Company
GSO Aiguille Des Grands Montets Fund II LP
GSO Capital Opportunities Fund III LP
GSO Capital Partners LP
GSO Credit Alpha II Trading (Cayman) LP
GSO CSF III Holdco LP
GSO Harrington Credit Alpha Fund (Cayman) L.P.
HPS Investment Partners, LLC
Lincoln Investment Solutions, Inc.
Moreno Street Direct Lending Fund, L.P.
Nationwide Life Insurance Company
Nationwide Mutual Insurance Company
NDT Senior Loan Fund, L.P.
Pacific Indemnity Company
Philadelphia Indemnity Insurance Company
Private Loan Opportunities Fund, L.P.
Red Cedar Fund 2016, L.P.
Red Cedar Holdings, L.P.
Reliance Standard Life Insurance Company
Safety National Casualty Corp.
SC ACM Private Debt Fund L.P.

SLF 2016 Institutional Holdings II, L.P.
SLF 2016 Institutional Holdings, L.P.
SLF 2016-L Holdings, L.P.
Specialty Loan Fund – CX -2, L.P.
Specialty Loan Fund 2016, L.P.
Specialty Loan Fund 2016-L, L.P.
Specialty Loan Ontario Fund 2016, L.P.
Swiss Capital HPS Private Debt Fund L.P.
U.S. Bank National Association

Secured Parties

CIT Financial (Canada) ULC
CIT Group/Commercial Services, Inc.
KMBS Business Solutions U.S.A., Inc.
Konica Minolta Premier Finance
TCW Asset Management Company

Insurers

Alliance Global Risks US Insurance
Company
Argonaut Insurance Company
AXIS Insurance Company
Beazley Insurance Company, Inc.
Chubb (Westchester Fire Insurance
Company)
Chubb Group (Federal Insurance Company)
Continental Casualty Company
Endurance American Insurance Company
Federal Insurance Co.
Hartford Fire Insurance Co.
Hiscox Insurance Company Inc.
Hudson Insurance Group
Landmark American Insurance Company
Liberty Mutual Insurance Co.
Lloyds
National Union Fire Insurance Company of
Pittsburgh, Pa.
Nationwide (Freedom Specialty Insurance
Company)
North American Specialty Insurance
Company
QBE Insurance Corp.
QBE Insurance Corporation
The Hartford Financial Services Group Inc.
Travelers Prop Casualty Company of
America
Trumbull Insurance Co.
Twin City Fire Insurance Company

X.L. America, Inc.
XL Specialty Insurance Company
Zurich American Insurance Company

Employee Benefit

Providers/Administrators

24Seven LLC
ADP, LLC
Airlines Reporting Corporation
Bambora
Bright Horizons
ComPsych
Concur Technologies, Inc.
Fesco Adecco HR Services
Fidelity Investments
Hawaii Medical Assurance Association
Hyatt Legal Plans
MetLife
MetLife Auto & Home Insurance
MetLife Dental
Sabre Travel Network
Solomon Page Group
State of California
Symphony Corporation
The American Express Company
The Hartford
Triple-S Salud, Inc.
UnitedHealthcare
UnitedHealthcare Vision
Vactic Outsourcing LLC
Veterinary Pet Insurance
WageWorks
Winston Temp, LLC

Litigation Counterparties

Abel Baragas
Adriana Joseph
Akeela Zaman
Alberto Collado
Anna Switz
Brenda Grant
Carlos Jorge
Clarkson Law Firm P.C.
Claudia Rodriguez
Consitex, S.A.
Einat Noiman
Elaine Livshin
Erica Friedman

Jeff Card
Joann Hawkins
Katie Moussallem
Katrina Johnson
Katrine Nepveu
Kmart/Sears
Laura Jean Corideo
Li Quan
Maria Elia Salceda
Maya Schult
Mazaya Trading Co.
Nancy Gonzales
Naomi Farber
National Stores (J&M Sales Inc. et al)
Rosario Cracchiolo
Shireen M. Clarkson, Esq.
Sona Gharibjanyan
Sony Music Entertainment
Tawil Associates, Inc.
Telescope Management Group, LLC
Thornhill
Timex Garments (Pvt) Ltd.
Tracy Ganow
U.S. Customs & Border Protection
Ueno-Shokai Co., Ltd.

Landlords

110 West 34th Street Realty Associates
114-120 Seaview Drive, LLC
200 East Long Lake Road
231/239 W 39 Street Associates
231/249 West 39 Street Associates
3296776 Canada Inc.
390 Fifth, LLC
738 Lincoln Road, LLC
A/R Retail, LLC
Allen Premium Outlets, L.P.
AMAR Vaghan and RAD Group USA, Inc.
AmericasMart Real Estate, LLC
Aventura Mall Venture
BCBG Max Azria Group, LLC
Bellevue Square, LLC
Ben Eisenberg Properties - New Mart
Building, Inc.
Carlsbad Premium Outlets, LLC
CGP Carlsbad Holdings, LLC
Chelsea Las Vegas Development, LLC
Chelsea Limerick Holdings, LLC

Chelsea Orlando Development Limited
Partnership
Chelsea Property Group
Chicago Premium Outlets Expansion, LLC
Chicago Premium Outlets, LLC
Cohen Florida Properties Limited
Partnership
COW 1, LLC
CPG Houston Holdings, L.P.
CPG Partners, L.P.
CPI-Phipps Limited Liability Company
Crocker Park Delaware, LLC
Curry Management Corporation
Empire State Building Company, L.L.C.
Fashion Mall Partners, L.P.
Fashion Outlets of Chicago, LLC c/o The
Talisman Companies
Fashion Show Mall LLC
Fashion Valley Mall, LLC
Fig Enterprises Inc.
Forbes Taubman Orlando, L.L.C.
Forum Shops, LLC
Gabriel Halevi Company
Galleria Mall Investors LP
GBG Spyder USA LLC
Green 461 Fifth Lessee LLC
HG Galleria I, II, III, L.P.
HG Galleria, LLC
Islack Corp.
Jacob's First LLC and Pacific Alliance USA
Inc.
JRA HHF Venture, LLC
K.R. Hollywood, LLC
King of Prussia Associates
Las Vegas North Outlets, LLC
LGD Asset Manangement, Inc.
Livermore Premium Outlets, LLC
Macerich Santa Monica, LLC
NorthPark Partners, LP
Norwegian Outlet Rogaland AS
O.A. Devold og Sonner AS
Orange City Mills Limited Partnership
Orlando Outlet Owner LLC
PES Partners, LLC
Polaris Realty (Canada) Limited
Premium Outlet Partners, L.P.
PRIME OUTLETS LIVERMORE
VALLEY LLC

Prime Outlets Livermore Valley, LLC
Prinsens Gate
Renaissance Midtown West LLC
San Marcos Premium Outlets, LLC
Sawgrass Mills Phase IV, L.L.C.
Scottsdale Fashion Square LLC
Sherman Oaks Fashion Associates, LP
Short Hills Associates, L.L.C.
Simon Property Group
Simon Property Group (Texas), L.P.
Skosenteret
SOHO 77 Corporation
Somerset Collection Limited Partnership
SPG Finance II LLC
SPG Houston Holdings, L.P.
Sunrise Mills (MLP) Limited Partnership
TB Mall at UTC LLC
The Domain Mall, LLC
The East Los Angeles Community Union
The Irvine Company LLC
The Mohegan Tribal Gaming Authority
The Retail Property Trust
The Shoppes at the Palazzo
The Shops and Garage at Canal Place,
L.L.C.
The Town Center at Boca Raton Trust, a
New York Trust
Tower Building LLC
Twin Cities Outlets Eagan LLC
Westfield Topanga Owner LLC
ZCD&F, LLC

Contract Counterparties

1724982 Alberta ULC
ABG Intermediate Holdings 2, LLC
ABG-Herve Leger, LLC
Accessory Innovation LLC
All Saints Retain Limited
B.J. Vines, Inc.
BB Brand Holdings LLC
BCBG IP Holdings LP
Betsey Johnson LLC
Bloomingdales
BR Brand Holdings LLC
Build-A-Bear Retail Management, Inc.
C&J Clark America, Inc.
Calvin Klein, Inc.
CBS Consumer Products Inc.

CCA and B, LLC
Centa IP LLC
Character Arts LLC
Cluett, Peabody & Co., Inc.
Crayola Properties, Inc.
Dillard's
Disney Consumer Products, Inc.
Edelman Shoe, Inc.
Entertainment One UK Ltd.
Esprit Europe BV
Esprit International
Esudio San Patrick, S.L.U.
Fila Luxembourg S.a.r.l.
Girl Scouts of the United States of America
Global Brands Group
Goldstar Jewellery, LLC
Hasbro International, Inc.
Hasbro, Inc.
Head Sport GMBH
Hudson's Bay Company
International LLC
Jeffrey S. Okyle
Just Born, Inc.
Kate Spade, LLC
Kellogg North America Company
Kenmark Optical Inc.
Kenneth Cole Productions, Inc.
Kideo, Inc.
KMJ Brand Holdings LLC
Lord & Taylor
Lucky Brand Dungarees, LLC
Macy's
Marquee Brands
Marvel Characters B.V.
Mattel Europa B.V.
Mattel, Inc.
Michael Kors (Switzerland) International
GMBH
Michael Kors, LLC
Mondani Handbags & Accessories, Inc.
Moose Enterprise PTY Ltd.
Nautica Apparel, Inc.
Nintendo of America Inc.
PepsiCo, Inc.
Pologeorgis
R.G. Barry Corporation
Retail Monster LLC
Robert Lee Morris

San Patrick, S.L.U.
 Sanrio, Inc.
 Smart Study Co., Ltd.
 Sony Pictures Consumer Products Inc.
 Spin Master Ltd.
 Spyder Active Sports, Inc.
 STX Animation, LLC
 TBL Licensing LLC
 The Bob Ross Inc.
 The Hershey Company
 The Hudson Bay Company
 The Max Leather, Inc.
 The Pokemon Company International, Inc.
 Those Characters from Cleveland, LLC
 Titan Footwear, LLC
 Tommy Bahama Global Sourcing Limited
 Tommy Bahama Group, Inc.
 Twentieth Century Fox Licensing and
 Merchandising
 Universal Studios Licensing LLC
 Warner Bros. Consumer Products Inc.
 WH Buyer LLC
 With You LLC
 Wow Wee USA Inc.
 Z Spoke, LLC

Unsecured Creditors

Barbara Cook
 Ben Taverniti
 Chris Lynch
 Fireman Capital CPF Hudson Co-Invest LP
 Paul Cardenas
 Peter Kim
 Tony Chu

Limited Large Vendors and Suppliers

Li & Fung (Trading)

Vendors and Suppliers

1 Apparel Group
 Abark, Llc
 Adarsh Knitwear Private Limited
 Allied Trade Corp. Limited
 Alpine Apparels Pvt Ltd. (In)
 Alpine Apparels Pvt. Ltd.
 Ampersand Design Private Limited(In)
 Angel Garment Ltd

Anhui Horizon Textile And Garment Indust
 (Cn)
 Asia Socks and Apparel
 Asmara International Limited
 Backcountry.com, LLC
 Bagir International Inc.
 Bass Pro. LLC
 Belt Master Co., Ltd.
 Benavides Pharmacies S.a.B. DE C.V.
 Best Start International Ltd
 Besterry Int'l Ltd
 Big 5 Sporting Goods
 Binsapparelcorp.
 Bootlegger Clothing Inc.
 C.H. Robinson Worldwide, Inc.
 Cabela's, LLC
 Caitac Garment Processing Inc.
 Caite International Limited
 Canon Global Industries(Eg)
 China Ting Apparel LLC
 Chiun Jiun Enterprise
 Chong Lerdlum Co., Ltd
 Chungwoo Corporation
 Classico Inc.
 Coddly Global Ltd.
 Colltex Garment Mfy Co., Ltd
 Confecciones Del Valle, S.A. De C.V
 Cosco Enterprises, Inc
 Costco Wholesale Canada Limited
 Costco Wholesale Korea, Ltd.
 Costco Wholesale UK Limited
 Costuras Y Manufacturas De Tlaxcala
 Crescent Bahuman Limited
 Crown Textile
 Dada Apparel Group Corp (Kr)
 Dalian Geerte Garment
 Desh Garment Limited(Bd)
 Dollar General Corporation
 Ducksan International Co., Ltd.
 Ebufang Int'l Trading (HK)
 Ever Blooming Asia Trading Co Limited! H
 K
 Ever Prosper Business Co., Ltd.
 Fast Sky Holding Limited
 Fenix Fashion Ltd
 FGL Sports Ltd.
 Fineline Technologies, Inc.
 Fisco Enterprise Pte. Ltd.

Foxing Sun International Limited
Fr Apparel Trading Dmcc
Frog Company Limited
Frontmind Limited
Fujian Jinjiang Shenhu Dali Clothing And
(Cn)
Georgeve Sanitary Supply Corp.
Gold Orient International Limited
Golden Win Group Limited
H & M Denim Apparel, Inc.
He Trading Co., Ltd
Hk Bright Eternal International
Horizon Manufacturing S.A.
House Of Denim, Llc
Hudson Group, Inc.
I Apparel International Group
Indigo Garments Fze
Innova International Fzc
Interamerican Garments Inc.
J.C. Penney Corporation, Inc.
Jak Group Pvt Ltd(In)
Jarvis Success Limited
Jiangsu Gtig Eastar Co., Ltd
Jiangsu Gtig Eastar Co., Ltd. (Cn)
Jiangsu Guotai Guosheng Co., Ltd.
Jiangsu Guotai Huasheng Industrial
Jiangsu Guotai International Group
Jiangsu Guotai Litian Enterprises
Jiangsu Saga Holdings Co., Ltd.
Jiangsu Saintek Co.,Ltd.(Cn)
Jiangsu Sainty Fortune Co. Ltd
Jiangsu Sainty Handsome Co. Ltd
Jilin Province Northeast Socks Indu
Jp Global Import Inc
Kai Ning Leather Products Co., Ltd
Kanchan Vanijya Pvt Ltd(In)
KidBox.com LLC
Kohl's
Leacheng Group Hong Kong Limited (Hk)
Les Tissages Perrin
Li & Fung (Trading) Limited
Lucky Zone Development LT
Lya Group, Inc.
Macia Co Ltd
Macy's Corporate Services, Inc.
Marvin Eagletrading Limited
Meijer Distribution, Inc.
Millwork Hong Kong Limited

Minikin Togs I
Mo Tong Textile Co., Limited (Hk)
Modiste (Cepz) Ltd(Bd)
Monopia Co.,Ltd.
Nanjing Jetex Garment Co., Ltd. (Cn)
New Kam Sing Trading Co., Ltd. (Mc)
New York Belt Corporation
Ocean Ken International Ltd (Mh)
On Yee Trading Pte. Ltd (Sg)
Orderly Industrial Ltd.
Ouya Cosmetics Co, Ltd
Pacific (Int&Apos;L) Leather Products Co.
Ltd (Hk)
Paparazzi Industry Co., Ltd (Hk)
Performance Team, LLC
Port Logistics Group
Private Label Tehuacan S De Rl De C
Product Development Partners Limite
Publix Super Markets, Inc.
Punihani International (In)
Qingdao Dream Classic Fashion
Qingdao Modajewelry Co., Ltd
Rainbow Textiles LLC
Raj By Industries
Red Samp; Blue International Ltd
Renaissance Fashion Ltd
Rent the Runway, Inc.
Rich Trend Garment Limited
Rider Enterprise Co., Ltd. (Tw)
Rue21, Inc.
Salesforce.com, Inc.
Samsung C&T America Inc.
Shanta Expressions Limited (Bd)
Shantou City Chenghai Yaode Plastic
Shantou City Egg Bath And Body Care
Shantou City Yaode
Sheen Bright Limited
Shenzhen Lantern Science Co. Ltd.
Shinsung Tongsang Co Ltd
Shoebuy.com, Inc.
Skyrun Hk Co Ltd
Stein Mart
Stone Blue Jeans/Pink Diamond Llc
Suntex Garments Limited
Superl Holdings Limited
Sv Knit Fashion
Synergy Fashions Limited (Bd)
Taieasy International Co., Ltd(Tw)

Tak Kam Enterprises Ltd
Tangerine Design Pvt. Ltd.
Texport Industries Private Limited
Thai Home Garment Co., Ltd. (Th)
The First Metal Trading Company
The Paper Store, LLC
Timex Garments Pvt Ltd
Topjean S.A. De C.V.
Trade Harvest Industrial Limited
Uni-Eastern Sportswear Mfg, Ltd.
Union Rich Footwear Limited
United Textile Industry Limited (Hk)
Unlimited Clothing Limited (Hk)
Us Apparel And Textiles (Pvt.) Ltd.
Vanguard Packaging, Inc.
Veterans Canteen Service
VF Outlet
Von Mauer
Wah Sun Handbag Factory Co, Ltd
Wal-Mart Stores, Inc.
Well Designers Ltd
Wish Apparel Co., Ltd.
Wonderful International Imp & Exp C
Xiamen Jiasheng Foreign Trade Co.,Ltd (Cn)
XPO Logistics Supply Chain, Inc
Xynergy International Co.,Ltd.
Yiming Fashion Jewelry Co., Limited
Yiwu Odi Cosmetics Co., Ltd
Yiwu Zhongdu Import & Export Co
Yunting International Company
Za Apparels Ltd
Zappos Merchandising, Inc.
Zhangjiagang City Hengairong Internation
(Cn)
Zhejiang Orient Huaye L/E Co. Ltd.
Zhejiang Soxnet Socks Co., Ltd.
Zhuji Chensheng Knitting Ltd.
Zhuji Jiayao Import/Export Co., Ltd
Zhuji Runma Importand Export Co.
Z-Ply Corporation

Utilities

Acc Business
Action Carting Environmental
Allstream Business Inc.
At&T
Bell Canada

Bell Conference Inc.
Black Hills Energy
Bluebonnet Electric Cooperative
Central Hudson Gas & Electric Corp.
Centurylink
Citizens Energy Group
City Of Bentonville- Utility Blnq
City Of Miami Beach
City Of Palo Alto
City Of Vernon Public
Claro
Comed
Consolidated Edison Co. of NY Inc.
Coserv
CPS Energy
Crown Castle Fiber LLC
Cyxtera Communications LLC
Direct Tv
Dominion Virginia Power
Duke Energy
Dynalink Communications
E Voice
E.J. Harrison & Sons, Inc.
Energir
Entergy
Filco Carting Corp.
FPL
Frontier
Georgia Power
Granite Telecommunications, LLC
Haul-Away Rubbish Service Co
Hydro Quebec
IEM, Inc.
Indianapolis Power & Light Company
Keter Environmental Services, Inc.
Ladwp
Liverpool Carting Co., Inc.
Metro Optical Solutions, Inc.
National Grid
Nicor Gas
NV Energy
Orange & Rockland
Orlando Commission
PG&E
Primus Canada
Pse&G Company
Psegli
Puget Sound Energy Inc.

Reliant
Rogers
Rogers Business Solutions
Rogers Communications Canada Inc.
Salish Networks, Inc
San Diego Gas & Electric
Snohomish County Publ. Utility
Socal Gas
Southern California Edison
Southwest Gas Corporation
Spectrotel
Sprint
Telus
The Illuminating Company
The Mohegan Tribe
Time Warner Cable
T-Mobile
Town Of Hempstead Dept Of Water
Txu Energy
Verizon
Videotron S.E.N.C.
Washington Gas
Waste Management Inc. Of Florida
Waste Management Of Sun Valley
Waste Management-Michigan
Wca Waste Systems, Inc.
Windstream
Xcel Energy
Xo Communications Services, Inc.

Taxing Authorities

Alameda County (CA) Tax Assessor's
Office
Anne Arundel County (MD) Department of
Finance
Arizona Department of Revenue
Arkansas Department of Finance
Administration
Beaufort County (SC) Tax Assessor's Office
Benton County (AR) Tax Collector's Office
Bexar County (TX) Tax Assessor-Collector
Broward County (FL) Taxes and Treasury
Office
California Department of Tax & Fee
Administration
California Employment Development
Department
California Franchise Tax Board

California State Board of Equalization
Cameron County (TX) Tax Assessor-
Collector
City of Danbury (CT) Tax Collector's
Office
City of Farmington (CT) Tax Collector's
Office
City of Stamford (CT) Tax Collector's
Office
Clark County (NV) Treasurer's Office
Clay County (FL) Tax Collector's Office
Cleveland County (OK) Office of the Tax
Assessor
Cobb County (GA) Tax Commissioner
Collin County (TX) Tax Assessor-Collector
Colorado Department of Revenue
Connecticut Department of Revenue
Services
Contra Costa County (CA) Treasurer-Tax
Collector's Office
County of El Paso (TX) Tax Office
Dallas County (TX) Tax Office
DeKalb County (GA) Tax Commissioner
Delaware Division of Revenue
District of Columbia Office of Tax and
Revenue
Duval County (FL) Tax Collector's Office
Fayette County (KY) Sheriff's Office,
Property Tax Division
Florida Department of Revenue
Fort Bend County (TX) Tax Assessor-
Collector
Fresno County (CA) Treasurer-Tax
Collector's Office
Fulton County (GA) Tax Commissioner
Georgia Department of Revenue
Greenville County (SC) Tax Collector's
Office
Guilford County (NC) Tax Department
Gwinnett County (GA) Tax Assessor's
Office
Harris County (TX) Tax Office
Hays County (TX) Tax Office
Hidalgo County (TX) Tax Assessor-
Collector
Hillsborough County (FL) Tax Collector's
Office
Illinois Department of Revenue

Internal Revenue Service
Jefferson County (KY) Sheriff's Office,
Property Tax Division
Kenton County (KY) Sheriff's Office,
Property Tax Division
King County (WA) Tax Assessor's Office
Lee County (FL) Tax Collector's Office
Leon County (FL) Tax Collector's Office
Los Angeles County (CA) Office of the
Assessor
Loudoun County (VA) Tax Assessor's
Office
Lubbock County (TX) Tax Assessor-
Collector
Maricopa County (AZ) Treasurer's Office
Marin County (CA) Department of Finance
Marion County (IN) Treasurer's Office
Maryland Office of Comptroller
Massachusetts Department of Revenue
McLennan County (TX) Tax Office
Mecklenburg County (NC) Office of the Tax
Collector
Miami-Dade County (FL) Tax Collector's
Office
Michigan Department of Treasury
Midland County (TX) Tax Office
Minnesota Department of Revenue
Mobile County (AL) Revenue Commission
Montana Department of Revenue
Montgomery County (AL) Revenue
Commission
Montgomery County (MD) Department of
Finance
Montgomery County (TX) Tax Office
Nantucket County (MA) Office of the Tax
Collector
New Jersey Department of Revenue
New York City Taxation and Revenue
Department
New York State Department of Taxation
Norfolk County (MA) Office of the Tax
Collector
North Carolina Department of Revenue
North Dakota Department of Revenue
Nueces County (TX) Tax Assessor-
Collector
Oakland County (MI) Treasurer's Office

Oklahoma County (OK) Office of the Tax
Assessor
Orange County (CA) Tax Collector's Office
Orange County (FL) Tax Collector's Office
Palm Beach County (FL) Tax Collector's
Office
Pennsylvania Department of Revenue
Philadelphia Department of Revenue
Placer County (CA) Treasurer-Tax
Collector's Office
Potter-Randall County (TX) Tax Office
Rhode Island Department of Revenue
Riverside County (CA) Treasurer-Tax
Collector's Office
Sacramento County (CA) Tax Assessor's
Office
San Bernardino County (CA) Treasurer-Tax
Collector's Office
San Diego County (CA) Treasurer-Tax
Collector's Office
San Francisco County (CA) Treasurer-Tax
Collector's Office
San Joaquin County (CA) Treasurer-Tax
Collector's Office
Santa Clara County (CA) Department of Tax
and Collections
Sarasota County (FL) Tax Collector's Office
Smith County (TX) Tax Assessor-Collector
Snohomish County (WA) Tax Assessor's
Office
Solano County (CA) Treasurer-Tax
Collector's Office
South Carolina Department of Revenue
Stanislaus County (CA) Treasurer-Tax
Collector's Office
Tarrant County (TX) Tax Assessor-
Collector
Tennessee Department of Revenue
Texas Comptroller of Public Accounts
Town of Trumbull (CT) Tax Collector's
Office
Town of Uncasville (CT) Tax Collector's
Office
Town of Wrentham (MA) Office of the
Collector
Travis County (TX) Tax Office
Tulsa County (OK) Office of the Tax
Assessor

U.S. Department of the Treasury
Utah State Tax Commission
Ventura County (CA) Treasurer-Tax
Collector's Office
Virginia Department of Taxation
Washington County (AR) Tax Collector's
Office
Washtenaw County (MI) Office of the
Treasurer
Webb County (TX) Tax Assessor-Collector
West Virginia Department of Revenue

UCC Members and Professionals

Fireman Capital CPF Hudson Co-Invest LP
Li & Fung (Trading) Limited
Simon Property Group
Tony Chu
Trade Harvest Industrial Limited
McDermott Will & Emery LLP

Other Parties in Interest

First Chapter LLC
TGIE, LLC

UST Personnel

Abriano, Victor
Arbeit, Susan
Catapano, Maria
Choy, Danny A.
Harrington, William K.
Higgins, Benjamin J.
Joseph, Nadkarni
Masumoto, Brian S.
Mendoza, Ercilia A.
Moroney, Mary V.
Morrissey, Richard C.
Nakano, Serene
Ng, Cheuk M.
Ogunleye, Alaba
Riffkin, Linda A.
Rodriguez, Ilusion
Schwartz, Andrea B.
Schwartzberg, Paul K.
Sharp, Sylvester
Velez-Rivera, Andy
Vescovacci, Madeleine

Zipes, Greg M.

Bankruptcy/District Court Judges

Abrams, Ronnie
Batts, Deborah A.
Berman, Richard M. Bernstein, Stuart M.
Briccetti, Vincent L.
Broderick, Vernon S.
Buchwald, Naomi Reice
Caproni, Valerie E.
Carter, Andrew L., Jr.
Castel, P. Kevin
Chapman, Shelley C.
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Drain, Robert D.
Engelmayer, Paul A.
Failla, Katherine Polk
Furman, Jesse M.
Gardephe, Paul G.
Garrity, James L., Jr.
Glenn, Martin
Grossman, Robert E.
Haight, Charles S.
Hellerstein, Alvin K.
Kaplan, Lewis A.
Karas, Kenneth M.
Keenan, John F.
Koeltl, John G.
Lane, Sean H.
Marrero, Victor
McMahon, Colleen
Morris, Cecelia G.
Nathan, Alison J.
Oetken, J. Paul
Pauley, William H., III
Preska, Loretta A.
Rakoff, Jed S.
Ramos, Edgardo
Roman, Nelson S.
Schofield, Lorna G.
Seibel, Cathy
Stanton, Louis L.

Schedule 2

**Schedule of Searched Parties and/or Certain Related Parties that
McDermott Currently Represents, or in the Past Represented, in
Matters Unrelated to These Chapter 11 Cases**

EXHIBIT 1 – CURRENT¹ CLIENTS²

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that Is a McDermott Client
ACF Finco I LP	Unified Physician Management, LLC Ares Management, LLC CS Energy Devco, LLC
ADP, LLC	ADP TotalSource, Inc.
Allianz Global Risks US Insurance Company	KGAL GmbH & Co KG Allianz Resolution Management San Francisco Reinsurance (ARM US) Fire Allianz Deutscher Produzenten Film & Fer Allianz Risk Transfer (Bermuda) Limited
Ares Management, LLC	Ares Management, LLC
AT&T	Warner Bros. Entertainment, Inc. Warner Media
AXIS Insurance Company	AXIS Managing Agency Ltd. AXIS Specialty Limited AXIS Specialty US Services Inc.
Beazley Insurance Company, Inc.	Beazley Insurance Company, Inc.
Benavides Pharmacies S.a.B. DE C.V.	Walgreen Co. Walgreens Boots Alliance, Inc.
BlackRock, Inc.	BlackRock, Inc.
BR Brand Holdings LLC	B. Riley Financial, Inc.
C&J Clark America, Inc.	Clarks Americas, Inc. C&J Clarks Retail
Cabela's, LLC	Cabela's Inc.
Cactus Direct Holdings, L.P.	HPS Investment Partners, LLC
Calvin Klein, Inc.	Tommy Hilfiger
CBS Consumer Products Inc.	CBS, Inc. Viacom International
Chubb (Westchester Fire Insurance Company)	Chubb Group Holdings, Inc. Chubb Bermuda Insurance Limited
CIT Group/Commercial Services, Inc.	CIT Bank
Citibank	Citibank, N.A.
Comed	Exelon Corporation
Concur Technologies, Inc.	SAP SE
Continental Casualty Company	CNA Insurance Company Limited CNA Financial Corporation
Cosco Enterprises, Inc	Costco Wholesale Corporation

¹ The term “current client” means a client to whom time was posted in the 12 months preceding May 29, 2020, the date the Committee selected McDermott as its proposed counsel.

² McDermott may currently represent or have previously represented certain affiliates of the entities disclosed herein, and the disclosure is accordingly broad in scope.

Disney Consumer Products, Inc.	The Walt Disney Company Walt Disney Company GmbH
Dominion Virginia Power	Dominion Energy, Inc.
Duke Energy	Duke Energy Corp.
Endurance American Insurance Company	Endurance American Insurance Company
Entergy	Entergy Corporation
Fidelity Investments	Fidelity Investments
Fifth Third Bank	Fifth Third Bank
Fireman Capital CPF Hudson Co-Invest LP	Fireman Capital Partners LLC
FPL	NextEra Energy Resources, LLC
Frontier	Frontier Communications Corporation
Great American Insurance Company	Great American Insurance Group
Hiscox Insurance Company Inc.	Hiscox, Inc. Hiscox Syndicates, Ltd.
HPS Investment Partners, LLC	HPS Investment Partners, LLC
HSBC	HSBC
Hudson Insurance Group	Allied World Assurance Company Hudson Insurance Company
Indianapolis Power & Light Company	AES Corporation
Landmark American Insurance Company	RSUI Group, Inc.
Latham & Watkins, LLP	Latham & Watkins (London) LLP
Liberty Mutual Insurance Co.	Liberty Mutual Insurance Liberty Mutual Insurance Group
Lloyds	Lloyd's America, Inc.
Mattel, Inc.	Mattel, Inc.
Meijer Distribution, Inc.	Meijer
MetLife	Metropolitan Life Insurance Company
National Union Fire Insurance Company of Pittsburgh, Pa.	AIG Validus
Nationwide Mutual Insurance Company	Nationwide Mutual Insurance Company
Nintendo of America Inc.	Nintendo
NV Energy	Berkshire Hathaway Direct Insurance Co. Berkshire Hathaway Energy Co. Berkshire Hathaway Guard Insurance Co. Berkshire Hathaway Homestate Companies Geico National Fire & Marine
PepsiCo, Inc.	PepsiCo, Inc.
PG&E	PG&E
PJT Partners	Blackstone Group, LP
PNC Bank, N.A.	PNC Bank, N.A. (and all affiliates)
PNC Capital Markets LLC	PNC Bank, N.A. (and all affiliates)
QBE Insurance Corp.	QBE Holdings, Inc. QBE Blue Ocean Re Limited
Reliant	GenOn Holdings, Inc.

	Terra-Gen Power, LLC
Simon Property Group, Inc.	Simon Property Group, L.P.
Sony Music Entertainment	Sony Corporation of America (f/k/a Sony Music Entertainment)
Sony Pictures Consumer Products Inc.	Sony Corporation of America Sony Interactive Entertainment LLC
Southern California Edison	Southern California Edison Edison Energy
Sprint	Sprint Corporation
The American Express Company	Ameriprise The American Express Company
The Hudson Bay Company	Hudson Bay Capital Management LP
The Irvine Company LLC	The Irvine Company LLC
The Mohegan Tribe	Mohegan Renewable Energy LLC
The Vanguard Group, Inc.	Vanguard Group
Time Warner Cable	Charter Communications Spectrum Spectrum Mobile GmbH
Timex Garments (Pvt) Ltd.	Timex Group USA, Inc. Timex Group B.V.
Travelers Prop Casualty Company of America	Travelers Management Limited
U.S. Bank National Association	U.S. Bank
Ueno-Shokai Co., Ltd.	TSI Semiconductor Holdings, LLC
UnitedHealthcare	Surgical Care Affiliates
Universal Studios Licensing LLC	NBC Universal Inc. Sky Italia srl
Verizon	Verizon Wireless, Inc. Verizon UK Limited
Veterinary Pet Insurance	Nationwide Mutual Insurance Company
WageWorks	HealthEquity, Inc.
Wal-Mart Stores, Inc.	Wal-Mart Stores, Inc.
Warner Bros. Consumer Products Inc.	Warner Bros. Entertainment, Inc. Warner Media
Washington Gas	Washington Gas SEMCO Energy Gas Co.
Waste Management Inc. Of Florida	Waste Management
Wells Fargo	Wells Fargo
Wells Fargo Bank, N.A.	Wells Fargo Bank, N.A.
X.L. America, Inc.	XL Insurance Company SE Kamet SAS AXA SA AXA Konzern AG XL Catlin Services SE XL Catlin

	AXA XL AXA XL AXA PPP Healthcare Limited
XPO Logistics Supply Chain, Inc	XPO Logistics Cartage, Inc.
Zappos Merchandising, Inc.	Amazon
Zurich American Insurance Company	Zurich Insurance plc Centre Group Holdings (US) Ltd.

EXHIBIT 2 – FORMER CLIENTS³

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that Is a McDermott Client
Allianz Global Risks US Insurance Company	Allianz Partners
Backcountry.com, LLC	Duckhorn Wine Company
Continental Casualty Company	Loews Corporation
CPI-Phipps Limited Liability Company	CPI Corp. CPI GmbH
Fila Luxembourg S.a.r.l.	Fila Korea Limited
Sabre Travel Network	Lmnnext DE GmbH
Symphony Corporation	Evidera
The Illuminating Company	First Energy Corporation
Travelers Prop Casualty Company of America	Travelers Marketing LLC Travelers Indemnity Company
Xcel Energy	Xcel Energy Services, Inc.
XPO Logistics Supply Chain, Inc	Financiere OGIC SAS

³ The term “former client” means a client to whom time was posted between 12 and 36 months preceding May 29, 2020, the date the Committee selected McDermott as its proposed counsel, but for whom no time has been posted in the 12 months preceding May 29, 2020.

EXHIBIT 3 – CLOSED CLIENTS⁴

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that Is a McDermott Client
Akin Gump Strauss Hauer & Feld LLP	Akin Gump Strauss Hauer & Feld LLP
Allianz Global Risks US Insurance Company	Allianz AG PIMCO Allianz Real Estate Germany GmbH
AXA Equitable Life Insurance Company	AXA Equitable Life Insurance Company
ComPsych	ComPsych
Continental Casualty Company	CNA Insurance Companies CNA International Inc.
Disney Consumer Products, Inc.	A&E Television Networks, LLC
Hartford Fire Insurance Co.	Hartford Financial Services Group
Hasbro, Inc.	Hasbro, Inc.
Kmart/Sears	Sears Roebuck & Company
Liberty Mutual Insurance Co.	Liberty Life Assurance Company
NV Energy	Berkshire Hathaway, Inc. International Dairy Queen Marmon Retail Tech Co. McLane Company MidAmerican Energy Pipeline Group
Publix Super Markets, Inc.	Publix Super Markets, Inc.
Sabre Travel Network	Sabre GLBL, Inc.
Salesforce.com, Inc.	Salesforce
Samsung C&T America Inc.	Samsung Electronics America Samsung Research America
San Diego Gas & Electric	San Diego Gas & Electric
The Hartford	Hartford Financial Services Group
UnitedHealthcare	UnitedHealth Group, Inc.
Universal Studios Licensing LLC	Comcast Cable Communications, LLC
Warner Bros. Consumer Products Inc.	Warner Bros. Entertainment Italia Srl
X.L. America, Inc.	AXA Verischerung AG, et al. AXA Equitable Life Insurance Company AXA Asia SAS

⁴ The term “closed client” means a client to whom time was posted in the 36 months preceding May 29, 2020, the date the Committee selected McDermott as its proposed counsel, but for which the client representation has been closed.

EXHIBIT C

Tucker Declaration

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

)	
In re:	)	Chapter 11
)	
CENTRIC BRANDS INC., <i>et al.</i> , ¹	)	Case No. 20-22637-shl
)	
Debtors.	)	(Jointly Administered)
)	

**DECLARATION OF RONALD M. TUCKER IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CENTRIC BRANDS
INC, *ET AL*, FOR ENTRY OF AN ORDER APPROVING THE RETENTION AND
EMPLOYMENT OF MCDERMOTT, WILL & EMERY LLP AS COUNSEL TO THE
COMMITTEE NUNC PRO TUNC TO MAY 29, 2020**

Under 28 U.S.C. § 1746, I, Ronald M. Tucker, declare under penalty of perjury as follows:

1. I am Vice President and Bankruptcy Counsel of Simon Property Group Inc. ("Simon"). I am making this declaration on behalf of Simon in its capacity as Co-Chair of the Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 proceedings (the "Chapter 11 Cases") of the above-captioned debtors and debtors in possession (collectively the "Debtors"). I am authorized to submit this declaration (the "Declaration") in support of the *Application of the Official Committee of Unsecured Creditors, Pursuant to Sections 328 and 1103 of the Bankruptcy Code and Federal Rule of Bankruptcy*

¹ The Debtors in these chapter 11 cases for which joint administration has been granted, along with the last four digits of their federal tax identification numbers, are as follows: Centric Brands Inc. (8178); Added Extras LLC (5851); American Marketing Enterprises Inc. (9672); Briefly Stated Holdings, Inc. (9890); Briefly Stated Inc. (6765); Centric Bebe LLC (2263); Centric Brands Holding LLC (3107); DBG Holdings Subsidiary Inc. (4795); DBG Subsidiary Inc. (6315); DFBG Swims, LLC (8035); F&T Apparel LLC (9183); Centric Accessories Group LLC (3904); Centric Beauty LLC (8044); Centric Denim Retail LLC (1013); Centric Denim USA, LLC (9608); Centric Jewelry Inc. (6431); Centric Socks LLC (2887); Centric West LLC (3064); Centric-BCBG LLC (5700); Centric-BCBG Retail LLC (4915); HC Acquisition Holdings, Inc. (4381); Hudson Clothing, LLC (2491); Hudson Clothing Holdings, Inc. (4298); Innova West Sales, Inc. (8471); KHQ Athletics LLC (7413); KHQ Investment LLC (0014); Lotta Luv Beauty LLC (0202); Marco Brunelli IP, LLC (0227); RG Parent LLC (4002); RGH Group LLC (9853); Robert Graham Designs, LLC (1207); Robert Graham Holdings, LLC (0213); Robert Graham Retail LLC (7152); Rosetti Handbags and Accessories, Ltd. (2905); and VZI Investment Corp. (5233).

Procedures 2014 for an Order Approving the Retention and Employment of McDermott, Will & Emery LLP as Counsel to the Committee Nunc Pro Tunc to May 29, 2020 (the “**Application**”)² on behalf of the Committee. I am competent to make this declaration in support of the Application.

2. This declaration is provided pursuant to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of June 11, 2013* (the “**Revised UST Guidelines**”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by McDermott Will & Emery LLP (“**McDermott**”).

3. I have been informed by McDermott that the Revised UST Guidelines request that that any application for employment of an attorney under Bankruptcy Code sections 327 or 1103 be accompanied by a verified statement from the client that addresses:

- (i) The identity and position of the person making the verification.
- (ii) The steps taken by the client to ensure the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- (iii) The number of firms the client interviewed.
- (iv) If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

(v) The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. Whether and how the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside counsel, and any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

The Committee's Selection of McDermott as Bankruptcy Counsel

4. McDermott is proposed to serve as bankruptcy counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

5. On May 27, 2020, the United States Trustee for the Southern District of New York (the "**U.S. Trustee**"), pursuant to sections 1102(a) and (b) of title 11 of the Bankruptcy Code, appointed the Committee to serve as the Committee for each Debtor and to represent the interests of all unsecured creditors in these Chapter 11 Cases. The members initially appointed to the Committee are: (i) Fireman Capital CPF Hudson Co-Invest LP, (ii) Li & Fung (Trading) Ltd., (iii) Simon Property Group Inc., (iv) Trade Harvest Industrial Limited, and (v) Mr. Tony Chu. The Committee has appointed Fireman Capital CPF Hudson Co-Invest LP and Simon Property Group Inc. as Co-Chairs.

6. On May 29, 2020, the Committee held a meeting and, after interviewing four different law firms, voted to retain McDermott as its bankruptcy counsel, subject to Court

approval. The Committee believes that McDermott's extensive experience representing creditors and official committees in corporate reorganizations makes it well qualified to represent the Committee in these Chapter 11 Cases in an efficient and timely manner. Thus, the Committee decided to retain McDermott as the Committee's proposed bankruptcy counsel during these Chapter 11 Cases.

Rate Structure

7. The members of the Committee have reviewed McDermott's standard rates for bankruptcy services as forth in the Application. McDermott has informed the Committee that its rates for bankruptcy representations are consistent with and comparable to the rates McDermott charges for non-bankruptcy representations. McDermott has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Committee has approved McDermott's proposed hourly rates, as set forth in the Application. McDermott has informed the Committee that its hourly rates are subject to periodic adjustments (in January of each year) to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases. Based upon these representations and the Committee members' experience in bankruptcy cases, the Committee believes these rates are reasonable.

Cost Supervision

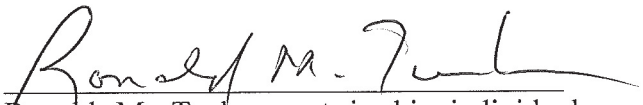
8. The Committee will approve any prospective budget and staffing plan provided by McDermott, recognizing that, in the course of large chapter 11 cases like these Chapter 11 Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and McDermott. Based on representations made to the Committee

by McDermott, the Committee will receive copies of McDermott's monthly invoices and fee applications, and will have a full opportunity to review those fees to ensure they are reasonable.

9. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Chapter 11 Cases. The Committee will continue to review the invoices that McDermott regularly submits, and, together with McDermott, periodically amend any budget and staffing plans, as the case develops.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: June [10], 2020

By: 
Ronald M. Tucker, not in his individual capacity, but solely on behalf of Simon Property Group Inc. in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Centric Brands Inc. *et al.*

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of June 2020 a true and correct copy of the foregoing *Notice of Hearing and Application of the Official Committee of Unsecured Creditors of Centric Brands Inc., et al. to Retain and Employ McDermott Will & Emery LLP as Counsel Nunc Pro Tunc to May 29, 2020* has been served (i) upon all parties that are registered or otherwise entitled to receive electronic notices via electronic notification pursuant to the CM/ECF system for the United States Bankruptcy Court for the Southern District of New York, (ii) upon the Additional E-mail Notice Parties (Non-ECF) listed below via electronic mail at the addresses noted herein, and (iii) upon the U.S. Mail Notice Parties listed below via first class U.S. Mail, postage prepaid at the addresses noted herein.

/s/ Timothy W. Walsh

Additional E-mail Notice Parties (Non-ECF)

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